

SUNWAY HEALTHCARE

SUNWAY HEALTHCARE HOLDINGS BERHAD

REGISTRATION NO. 202101000296 (1400594-U)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("EGM") of SUNWAY HEALTHCARE HOLDINGS BERHAD ("SHH" or "Company") will be held at **Lagoon 1, Level 15, Sunway Resort Hotel, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Monday, 29 June 2026 at 3:00 p.m.** or any adjournment thereof for the purpose of considering, and if thought fit, passing with or without modification, the following resolutions:

1. ORDINARY RESOLUTION 1

Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue new shares in the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("**New Shares**") at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of New Shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being **AND THAT** the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing and quotation of the additional shares so allotted on Bursa Securities **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 50(1) of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new ordinary shares in the Company arising from the allotment and issuance of new ordinary shares pursuant to the exercise of authority granted pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Directors of the Company are exempted from the obligation to offer such new ordinary shares first to the existing shareholders of the Company."

2. ORDINARY RESOLUTION 2

Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

THAT all the recurrent related party transactions entered into by the Company and/or its subsidiaries under 18 March 2026, being the date of listing of the Company until the date of this EGM as set out in Section 2D of the Circular/ Statement to Shareholders dated 5 June 2026 which were necessary for the day-to-day operations and carried out in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public and were not detrimental to the minority shareholders of the Company, be and are hereby accepted, confirmed and ratified.

THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in Section 2D of the Circular/ Statement to Shareholders dated 5 June 2026 which are of a revenue or trading nature and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 ("**Act**"), the Company's Constitution and all other applicable laws, guidelines, rules and regulations.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

3. ORDINARY RESOLUTION 3

Proposed New Share Buy-Back Authority

THAT subject to the Companies Act 2016 ("**Act**"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company **PROVIDED THAT:**

- the aggregate number of ordinary shares in the Company ("**SHH Shares**") which may be purchased and/or held by the Company shall not exceed 5% of the total number of issued shares in the ordinary share capital of the Company at any point of time, subject to a restriction that the share capital of the Company does not fall below the applicable minimum share capital requirements of the Listing Requirements of Bursa Securities;
- the maximum funds to be allocated by the Company for the purpose of purchasing the SHH Shares shall not exceed the Company's audited retained profits at any point of time;
- the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:
 - the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it shall lapse unless by Ordinary Resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - revoked or varied by Ordinary Resolution passed by the shareholders of the Company in a general meeting, whichever occurs first; and
- upon completion of the purchase(s) of the SHH Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the SHH Shares so purchased or to retain the SHH Shares so purchased as treasury shares (of which such treasury shares may be dealt with in accordance with Section 127(7) of the Act), or to retain part of the SHH Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of the SHH Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company."

- To transact any other business of the Company of which due notice shall have been received.

BY ORDER OF THE BOARD

TAN KIM AUN (MAICSA 7002988) (SSM PC No. 202008001249)

LEE POH YEAN (MAICSA 7015043) (SSM PC No. 202208000259)

Company Secretaries

Bandar Sunway

5 June 2026

NOTES:

- The EGM will be held physically.
- For the purpose of shareholders who shall be entitled to attend, speak and vote (collectively, "**participate**") at the EGM, the Company shall be requesting the Record of Depositors as at 18 June 2026. Only shareholders whose names appear in the Record of Depositors as at 18 June 2026, shall be entitled to participate at the EGM or appoint proxy to participate on his/her behalf.
- A shareholder of the Company who is entitled to participate at the EGM, may appoint more than 1 proxy to participate on his/her behalf. A proxy need not be a shareholder.
- Where a shareholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a shareholder is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- Where a shareholder appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate at the EGM shall have the same rights as the shareholder to participate at the EGM.
- If a shareholder has appointed a proxy to participate at the EGM and subsequently, he/she decides to participate at the EGM instead of the proxy, he/she has to revoke the appointment of proxy in writing/email which must reach Boardroom Share Registrars Sdn Bhd ("**Boardroom**"), the Poll Administrator of the Company's EGM, not later than 24 hours before the EGM. The appointed proxy shall therefore be null and void.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy may be submitted in a hardcopy form or by electronic means as specified below not less than 24 hours before the time appointed for the taking of the poll or not later than 28 June 2026 at 3:00 p.m.:
 - In hardcopy form**
The proxy form shall be completed and deposited at the office of Boardroom at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means**
The proxy form shall be completed and lodged electronically with Boardroom via the "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com> ("**e-Proxy Lodgement**"). For further information on the e-Proxy Lodgement, please refer to the Administrative Notes of the EGM. Alternatively, the proxy form can be emailed to Boardroom at bsr.proxy@boardroomlimited.com.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be voted on by poll.
- Please refer to the Administrative Notes of the EGM for further information.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the EGM and/or any adjournment thereof, a shareholder of the Company is hereby:

- consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
 - warrants that where the shareholder discloses the personal data of the shareholder's, proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
 - agrees that the shareholder will fully indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.
- For the purposes of this paragraph, "personal data" and "processing" shall have the same meaning given in Section 4 of the Personal Data Protection Act 2010.

EXPLANATORY NOTES:

1. Ordinary Resolution 1 - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Company is always on the lookout for investment opportunities to enhance the earnings potential of the Company. If any investment opportunities involve the issue of new shares, the Directors, under present circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue new shares in the Company, up to an amount not exceeding in total 10% of the total number of issued shares of the Company at any time, for such purpose. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. By voting in favour of Ordinary Resolution 1, the shareholders of the Company will agree to waive their statutory pre-emptive rights under Section 85 of the Act read together with Clause 50(1) of the Company's Constitution to allow the Directors to issue new shares which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares under this general mandate.

This general mandate, if approved by the shareholders of the Company, will provide flexibility to the Company for any potential fund raising activities, including but not limited to placement of shares, for purpose of funding future investments, working capital and/or any acquisition.

At this juncture, there is no decision to issue new shares under this general mandate. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

2. Ordinary Resolution 2 - Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The details on the Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature are set out in Part A of the Company's Circular/ Statement to Shareholders dated 5 June 2026.

3. Ordinary Resolution 3 - Proposed New Share Buy-Back Authority

The details on the Proposed New Share Buy-Back Authority by the Company are set out in Part B of the Company's Circular/ Statement to Shareholders dated 5 June 2026.